

RECORDING NO. 28253 FILED

DEC 30 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

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URBAN A. LESTER

December 30, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-7585 Rider 9

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Bunge North America, Inc.
11720 Borman Drive
St. Louis, MO 63146]

Section Chief
December 30, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

20 railcars within the series SHPX 454061 - SHPX 454083 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Bunge North America, Inc., a New York Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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SU. FACE TRANSPORTATION BOARD

Schedule A

Equipment

Bunge North America, Inc.

Contract 3-7585 rder 9 dated 10/5/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454061
	Hopper	SHPX	454062
	Hopper	SHPX	454064
	Hopper	SHPX	454065
	Hopper	SHPX	454066
	Hopper	SHPX	454067
	Hopper	SHPX	454068
	Hopper	SHPX	454069
	Hopper	SHPX	454070
	Hopper	SHPX	454071
	Hopper	SHPX	454072
	Hopper	SHPX	454073
	Hopper	SHPX	454074
	Hopper	SHPX	454076
	Hopper	SHPX	454077
	Hopper	SHPX	454078
	Hopper	SHPX	454079
	Hopper	SHPX	454080
	Hopper	SHPX	454082
	Hopper	SHPX	454083

20

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 12/30/09



Robert W Alvord